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Russell R. Johnson III
1306 Alsatia Drive
Richmond, Virginia 23233
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Telecopy (804) 741-2495

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA**

In Re:)	Chapter 11
)	Case Nos. 98-12547 through
BCE WEST, L.P., et. al.,)	98-12570-PHX-CGC
)	
Debtors)	Jointly Administered
)	
EID: 38-3196719)	OBJECTION TO MOTION TO
)	DETERMINE ADEQUATE
)	ASSURANCE OF PAYMENT OF
)	OF UTILITIES REQUIRED
)	UNDER 11 U.S.C. § 366
)	

VERIFIED STATEMENT PURSUANT TO RULE 2019

Russell R. Johnson III, pursuant to the provisions of Rule 2019(a) of the Federal Rules of Bankruptcy Procedure, files this Verified Statement of his multiple representations in this case:

1. The name and address of the creditors represented by Russell R. Johnson III are:
 - (a) Public Service Electric & Gas Company
Attn: Mary Seymour, Esq.
80 Park Plaza - T5D
P. O. Box 570
Newark, New Jersey 07101
 - (b) Virginia Electric And Power Company
Attn: Mr. Dean Harris
One James River Plaza
19th Floor
Richmond, Virginia 23219

- (c) Niagara Mohawk Power Corporation
Attn: William C. Grossman, Esq.
Senior Counsel
535 Washington Street
Buffalo, NY 14203
- (d) Long Island Lighting Company d/b/a LIPA, MarketSpan Gas Corp.,
d/b/a Brooklyn Union, Brooklyn Union Gas Company,
Attn: Elisa M. Pugliese, Esq.
175 East Old Country Road
Hicksville, NY 11801
- (e) Baltimore Gas And Electric Company
Attention: Paul W. Davis, Esq.
Charles Center
P.O. Box 1475
Baltimore, MD 21203
- (f) Orange & Rockland Utilities/Rockland Electric
Attention: Paul B. Phinney III, Esq.
300 North Middletown Road
Pearl River, New York 10965-1262
- (g) Union Electric Company
Attention: Ann K. Budd, Esq.
P.O. Box 66149 (M/C 1310)
St. Louis, Missouri 63166-6149

2. The nature and the amount of claim (interest) and the time of acquisition thereof is as follows:

- (a) Virginia Electric And Power Company has a secured claim against the Debtors arising out of the Debtors' prepetition utility usage.
- (b) Public Service Electric & Gas Company has a claim against the Debtors arising out of the Debtors' prepetition utility usage.
- (c) Niagara Mohawk Power Corporation has a secured and unsecured claim arising out of the Debtors' prepetition utility usage.
- (d) Long Island Lighting Company d/b/a LIPA, MarketSpan Gas Corp., d/b/a Brooklyn Union, Brooklyn Union Gas Company, has a secured and unsecured claim arising out

of the Debtors' prepetition utility usage.

(e) Union Electric Company has a claim arising out of the Debtors' prepetition utility usage.

(f) Orange And Rockland Utilities/Rockland Electric has a claim arising out of the Debtors' prepetition utility usage.

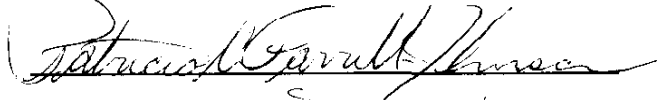
3. Russell R. Johnson III was retained to represent all of the foregoing utilities on October 16 and 19, 1998 to file an Objection to the Debtors' Motion To Determine Adequate Assurance of Payment.

RUSSELL R. JOHNSON III

By 
Russell R. Johnson III

Russell R. Johnson III appeared before me this 19th day of October 1998, and acknowledged that the representations in the foregoing statement are true to the best of his knowledge, information and belief.

NOTARY PUBLIC



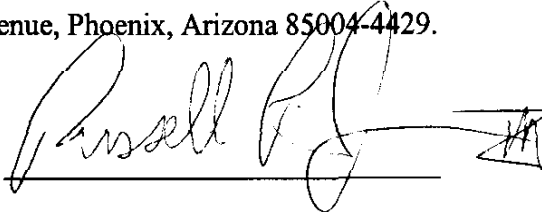
My commission expires December 31, 2000

CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of October 1998, I mailed a copy of the foregoing

VERIFIED STATEMENT PURSUANT TO RULE 2019 to Randolph J. Haines, Esq., Lewis

And Roca LLP, 40 North Central Avenue, Phoenix, Arizona 85004-4429.

A handwritten signature in black ink, appearing to read "Randall R. Haines", is written over a horizontal line. To the right of the signature is a small, stylized mark that looks like a checkmark or a signature flourish.